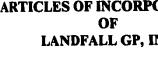
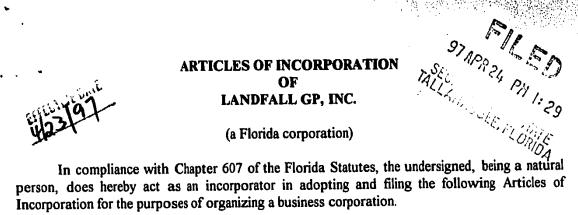
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THE MUTTER STATES	
ACCOUNT NO. : 072100000032	
REFERENCE : 342288 7128096	
AUTHORIZATION : Patricia Paris	
COST LIMIT: \$ 122.50	
ORDER DATE: April 24, 1997	
ORDER TIME : 10:28 AM	
ORDER NO. : 342288-015	
CUSTOMER NO: 7128096 3000	021538035
CUSTOMER: Don Moore, Esq DON MOORE, P.A.	97 AS 17412
3242 Mary Street Suite 312 Miami, FL 33133	
DOMESTIC FILING	1: 29 LURIDA
NAME: LANDFALL GP, INC.	
EFFECTIVE DATE: APRIL 23, 1997	7. 7.8.6.6.7
XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP	F () 78 24 24 F 6
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:	DATE PHILIP
XX CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING	PHI2: 22
CONTACT PERSON: Tonya C. Holliday EXAMINER'S INITIALS:	





ARTICLE I

NAME

The name of the corporation (the "Corporation") is:

LANDFALL GP, INC.

ARTICLE II

PURPOSE

The purpose of the Corporation shall be to conduct any lawful activity.

ARTICLE III

EFFECTIVE DATE

The effective date of the filing of this Articles of Incorporation shall be 23 April 1997.

ARTICLE IV

PRINCIPAL ADDRESS

The address of the principal office of the Corporation is 1632 Pennsylvania Avenue, Suite 201, Miami Beach, Florida 33139.

ARTICLE Y

CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to issue is 10,000, all of which shall be common stock, and which shall have a par value of \$.01 per share. All shares of the common stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon matters which shareholders have a right to vote.

ARTICLE YI

REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be 1632 Pennsylvania Avenue, Suite 201, Miami Beach, Florida 33139. The initial registered agent for the Corporation at that address shall be Donald Pierce Moore.

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

Name

Address

Donald Pierce Moore

1632 Pennsylvania Avenue Suite 201 Miami Beach, Florida 33139

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 April 1997.

DONALD PIERCE MOORE

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, Donald Pierce Moore, hereby accept the appointment of him as the registered agent in the State of Florida for Landfall GP, Inc., a Florida corporation (the "Corporation"). The office and address to be used by the undersigned as the registered office for the Corporation shall be:

Landfall GP, Inc. 1632 Pennsylvania Avenue, Suite 201 Miami Beach, Florida 33139

Dated: 23 April 1997

Donald Pierce Moore

97 APR 24 PH 1:29

SEC
TALLAGE SSEE, HORIO,